

## BYLAWS

**Blanco County Friends of the Night Sky  
A 501(c)(3) Organization  
P. O. Box 1402  
Johnson City, TX 78636-1402  
August 26, 2018  
As amended February 19, 2020  
As amended September 16, 2020  
As amended September 30, 2020**

### **ARTICLE I. NAME AND PURPOSE**

#### Section 1 Name

Blanco County Friends of the Night Sky will be the name of this organization (the Organization). It shall be organized under the laws of the State of Texas and in accordance with Internal Revenue Service (IRS) regulations for a 501(c)(3) organization.

#### Section 2 Mission Statement

Our mission is to promote and encourage the preservation and protection of the Night Sky in Blanco County and beyond; to support communities, businesses, and organizations within Blanco County to obtain and sustain various Night Sky Friendly designations; and to provide education and information to citizens of Blanco County of all ages in support of long term night sky preservation and light pollution abatement.

#### Section 3 Non-Discrimination Policy

This Organization will conduct business without discrimination on the basis of age, gender, sexual orientation, disability, ethnic identity, religion or creed.

### **ARTICLE II. MEMBERSHIP**

The members of the Organization shall be comprised of the members of the Board of Directors and individual members. To obtain membership status a prospective member will submit a completed membership application and pay an annual membership fee of \$20.00. Membership will be automatically renewed each year upon remittance of annual dues. Members who fail to renew their membership in the Organization shall be considered as inactive.

### **ARTICLE III. BOARD OF DIRECTORS**

#### Section 1 Powers and Duties of the Board

The Board of Directors shall manage the business, property and affairs of the Organization, and may exercise and delegate any and all of the powers of the Organization as it sees fit, subject only to restrictions imposed by statute, and these Bylaws. The Board of Directors shall establish administrative policies; authorize operational goals and objectives; emphasize overall organizational planning; authorize agreements and contracts; adopt the budget; approve committee appointments; provide for the maintenance of headquarters and/or equipment and supplies belonging to the Organization; employ, direct and discharge executive personnel; authorize meetings; review committee reports; and determine action to be taken. Board members shall actively participate in community outreach, gift solicitation, and event and campaign planning and execution.

#### Section 2 Number of Directors and Compensation

The Board shall have up to seven, but not fewer than five members. The members of the Board shall receive no compensation other than reasonable expenses as approved by the Board of Directors.

#### Section 3 Term

Board members shall be elected to staggered three-year terms and are eligible for consecutive terms. Board members may be re-nominated for service on the Board by a unanimous vote of the Board. The

term for Board member shall begin on January 1 following their election. The term shall end on December 31 of the third year of service.

Section 4 Elections

The Nominating Committee shall nominate one person for each of the available seats to be filled on the Board of Directors by the October Board Meeting of each year. An effort shall be made to have representative from all areas of the county. New directors shall be elected by a majority of Board members present at such a meeting, provided there is a quorum present. Board members so elected shall serve a term beginning on the first day of the next fiscal year. Newly elected Board Members, if not currently serving on the Board, shall participate in all Board Meetings and activities in an ex-officio, non-voting status until they take office on the first day of the next fiscal year.

Section 5 Quorum

A quorum will consist of a simple majority (51%) of the Board of Directors. A quorum of the Board of Directors must be present to conduct business.

Section 6 Meetings

Regular meetings of the Board of Directors shall be held as determined by the Board. Meetings shall be open to any Member of the Organization and to the public at large. Special meetings of the Board of Directors may be called at any time upon twenty-four (24) hour notice, oral or written, by the President, Vice President, Secretary, Treasurer, or by three other members of the Board of Directors.

Section 7 Notice of Meetings

A notice stating the place, date and hour of any regular meeting of the Board of Directors shall be posted on the website of the Organization and, if applicable, on social media accounts, with a minimum of three (3) days' notice. Such notice may be a standing notice.

Section 8 Electronic Meetings

Meetings of the Board of Directors and any committee meetings may be conducted by means of telephone conference, video conference, or any similar communications method in which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 9 Resignations, Termination and Absences

Resignation from the Board must be in writing and received by the President or the Secretary. Board members may be excused from attendance upon notification to the President prior to the scheduled meeting. Board members may be terminated from the Board due to excess absences, defined as more than two unexcused absences from any regular or special Board meetings in a twelve (12)-month period. Termination shall be in accordance with the provisions of Article IV, Section 3 of these Bylaws.

Section 10 Vacancies

Vacancies occurring on the Board of Directors may be filled at any time by appointment of the President with approval of two-thirds vote of the Board of Directors. The appointment will be for the unexpired term of the position.

**ARTICLE IV. OFFICERS**

Section 1 General

The Officers of this Organization shall be President, Vice President, Secretary, and Treasurer. Each Officer of this Organization shall be a member of the Board of Directors.

Section 2 Election and Terms of Office

All Officers shall be elected for a one- (1)-year term and may be elected to consecutive terms in the same office. No one person may hold more than one office at the same time.

**Section 3**      Resignation and Removal

Whenever, in the judgment of the Board of Directors, the best interests of the Organization will be served, any officer may be removed from office by the affirmative vote of three-fourths of the Board of Directors, with all Directors except the one in question allowed to vote. Any officer may resign at any time by delivering a written resignation to the President or the Secretary.

**Section 4**      Vacancies

In the event a vacancy occurs in any Officer's position, it shall be filled in the following manner until the next election:

1. President - The Vice President shall assume the office.
2. In case of vacancy in the office of both President and Vice President, the duties of the Office of President shall be performed by the Secretary, until replacements are elected by the Board.
3. The Board of Directors shall elect replacements for all other vacancies.

**Section 5**      Duties and Responsibilities of Officers

The Officers shall possess such powers and perform such duties as shall be determined by the Board of Directors.

- a. The President of the Board shall:
  - Preside at all meetings of the membership and all meetings of the Board of Directors;
  - Perform other duties customary to the Office of President, or as directed by the Board of Directors; and
  - Be an ex officio non-voting member of all committees.
- b. The Vice President of the Board shall:
  - Perform such duties as the President and/or the Board of Directors may determine; and
  - In the absence of the President, shall perform the duties of the President.
- c. The Secretary shall:
  - Oversee notice and maintenance of the minutes of the meetings of the Board of Directors;
  - Ensure that the minutes and all other non-financial documentation of the Organization meet the federal requirements for a 501(c)(3) non-profit organization as well as any State and local statutory requirements; and
  - Perform other duties customary to the Office of the Secretary, and as may be required by the Board of Directors or the President.
- d. The Treasurer shall:
  - Be the custodian of the funds of the Organization, however received, which are to be used exclusively for the operation of the Organization;
  - Serve as Chair of the Finance Committee;
  - Disburse the funds of the Organization as ordered by the Board of Directors;
  - Oversee day-to-day authority for managing the finances of the Organization;
  - Provide such financial reports and statements as the Board of Directors may from time to time require or request;
  - Ensure that the financial records of the Organization meet the federal requirements of a 501(c)(3) non-profit organization as well as any State and local statutory requirements; and
  - Supervise the keeping an auditing of the accounts which shall be open at all times to inspection by the Board of Directors.

**ARTICLE V. COMMITTEES****Section 1**      Committee Formation

The Board may create committees as needed. The President shall appoint all committee chairs from the membership of the Board or, in exceptional cases, from the Membership at large. Committee members

may be Board members or members of the Organization at large. Limited-term committees may be appointed by the President at any time with approval by the Board; standing and longer-term committees shall be created with the affirmation of majority vote of the Board.

Section 2 Finance Committee

The Treasurer is the chair of the Finance Committee, which shall have not less than three members. The Finance Committee is responsible developing fiscal procedures and for reviewing financial transactions of the organization. If requested by the Board, the Finance Committee shall create an annual budget, which must be approved by the Board. All expenditures must be within the approved budget. Any major change in the budget must be approved by the Board.

Section 3.1 Audit Committee

The Finance Committee on an annual basis shall appoint an Audit Committee that shall conduct the audit process. The committee shall be chaired by a member of the Board that does not serve on the Finance Committee and shall have not less than two members from the Finance Committee, exclusive of the Treasurer.

Section 3 Nominating Committee

The nominating committee shall be chaired by the President and consist of not less than three members. The committee shall be responsible on an annual basis for selecting a slate of Officers and Board members whose terms will be expiring for consideration by the full Board.

**ARTICLE VI. EXECUTION OF DOCUMENTS**

Section 1 Documents

Documents and other records shall be maintained by the Secretary.

Section 1 Obligations and Disbursements

Obligations, disbursements, and other financial records shall be maintained by the treasurer.

**ARTICLE VII. OPERATIONS**

Section 1 Fiscal Year

The designated fiscal year of this Organization shall be January 1st to December 31st.

Section 2 Parliamentary Authority

The most recent edition of *Robert's Rules of Order* shall serve as the Parliamentary Authority for the Organization.

Section 3 Procedures Manual

At the discretion of the Board, a Procedures Manual may be compiled to document operating procedures for the Organization. The Procedures Manual shall be approved and/or modified by a majority vote of the Board of Directors at any regular or special meeting at which a quorum is present.

**ARTICLE VIII. INDEMNIFICATION**

Section 1 General

The Organization agrees to indemnify, defend and hold harmless the members of the Board of Directors, its Officers, and employees, from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the Organization, arising out of or related to activities of the Organization, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein. The Organization may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost, or expense.

**ARTICLE IX. AMENDMENTS**

Section 1. Amendments

In order to amend the Bylaws, notice of the proposed amendment shall be delivered personally or electronically to each member of the Board of Directors at least two (2) weeks prior to the time of the vote on the proposed amendment. The Bylaws shall be amended by a 2/3 vote of the Board of Directors, with a majority of the Board voting.

**ARTICLE X. DISSOLUTION AND DISTRIBUTION**

Section 1. Dissolution

This Organization may be dissolved and discontinued by a majority vote of The Board of Directors at any regular or specially called meeting. The Board shall appoint a committee to submit any and all filings required by any government entity. The committee shall be responsible for distribution of any and all assets of the Organization as set out below in these Bylaws. This committee and the Organization will cease to exist upon completion of the duties of this committee.

Section 2. Distribution

After all liabilities and obligations of the Organization have been paid, satisfied, and discharged in accordance with Texas law, the assets of the Organization shall be distributed as follows:

1. If the Organization is to be merged with another tax-exempt organization, the assets and property of the organization shall be transferred to that organization.
2. Property held by the organization on a condition requiring return, transfer, or conveyance shall be returned, transferred, or conveyed in accordance with that requirement.
3. Any remaining property shall be distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3) or described under Section 170(c)(1) or (2) of the Internal Revenue Code.

Bylaws certified by Board of Directors:

Dated: \_\_\_\_\_

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Secretary, Board of Directors

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President, Board of Directors